Re	eauestor's Name		
Florida Accounting Service Park Piaza Professional Building 533 N. Nova Road • Suite 115 Ormond Beach, Florida 32174		500002447915- -03/05/9801030( ******70.00 ******	
City/State/	/Zip Phone #	Office Use Only	
CORPORATION	NAME(S) & DOCUMENT NUMBER(S	), (if known):	
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Mail out IEW FILINGS Profit NonProfit Limited Liability Domestication Other OTHER FILINGS Annual Report	Will wait       Photocopy         AMENDMENTS         Amendment         Resignation of R.A., Officer/Director         Change of Registered Agent         Dissolution/Withdrawal         Merger         REGISTRATION/ QUALIFICATION         Foreign	Certificate of Status	
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#### ARTICLES OF INCORPORATION OF PRODUCE AMERICA, INC.

The undersigned, for the purpose of forming a corporation for profit pursuant to chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

# ARTICLE I: NAME

The name of the corporation is: PRODUCE AMERICA, INC.

## ARTICLE II: DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these articles of incorporation with the Department of The State Of Florida.

# ARTICLE III: PURPOSE

This corporation is organized for the purpose of engaging in any and all lawful business activities in the State Of Florida

#### ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$ 1.00 par value common stock.

## ARTICLE V: QUORUM FOR STOCKHOLDER'S MEETING

Unless other wise provided for in the corporation's bylaws, A majority of the shares entitled to vote, represented in by person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

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### ARTICLE VI: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is 100 Channel Drive, Lake Mary, Florida 32746 and the name of the initial registered agent of this corporation is Vincenzo Giuffrida, whose address is 100 Channel Drive, Lake Mary, Fl. 32746

# ARTICLE VII: INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may either increased or diminished from time to time in the manner provided in the by-laws, but shall never be less than one. The names and addresses of the initial directors of the corporation are as follows:

> JAYSON E. BLEYER 5306 SUBURBAN DRIVE CAMBRIDGE, MD. 21613

The name and address of the corporation's incorporator is:

JAYSON E. BLEYER 5306 SUBURBAN DRIVE CAMBRIDGE, MD. 21613

ARTICLE IX: RESTRICTIONS OF TRANSFER OF CAPITAL STOCK Unless otherwise provided in the corporation's by-laws, no shares of the capital stock of this corporation may be transferred without prior approval of the corporation's board of directors.

### ARTICLE X: INDEMNIFICATION

The corporation shall indemnify its officers, the directors and authorized agents for all liabilities incurred directly, indirectly, or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS HEREOF, I the subscriber above-named, as the incorporator of PRODUCE AMERICA, INC. have hereunto set my hand and seal this <u>21</u> day of <u>rebruicy</u>, 1998. *Jackson Bleye* STATE OF FLORIDA COUNTY OF VOLUSIA

BEFORE ME, The undersigned authority, personally appeared JAYSON E. BLEYER, to me well known and known to be the person described in and who subscribed to the above foregoing Articles Of Incorporation and he freely and voluntarily acknowledges before me that he made and scribe the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I	hereunto set my hand and seal at
CITY CAMORICE COUNTY	ancheoter STATE Marylan.
Thisday of	February, A.D., 1998
NOTARY PUBLIC STATE OF FLORIDA AT LARGE	
My Commission Expires:	
BARBARA H. DOUGHERTY NOTARY PUBLIC, STATE OF MARYLAND MY COMMISSION EXPIRES APRIL 6, 2000	PAGE 3

### CERTIFICATE OF REGISTERED AGENT OF PRODUCE AMERICA, INC.

The above-named corporation designed to organize under the laws of the State Of Florida with its principle office being located at 100 Channel Drive, Lake Mary Florida 32746, as indicated within the Articles of Incorporation, within the city limits of Lake Mary, Florida, herein names Vincenzo Giuffrida as resident agent, whose address is 100 Channel Drive Lake Mary, Fl. 32746, to accept service of process within this state.

Having been named to accept service of process for the abovestated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with this provision of said act relative to keeping said office open

STATE OF FLORIDA COUNTY OF VOLUSIA

BEFORE ME, personally appeared, Vincenzo Giuffrida, to me personally known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instruments for the purpose therein expressed.

WITNESS my hand and official seal this A.D., 1998 PUBLIC STATE OF FLORIDA AT LARGE

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My commissions expires